

# Delaware

PAGE 1

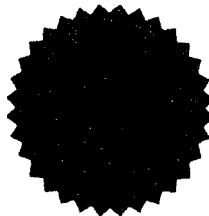
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "THEFACEBOOK, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JULY, A.D. 2004, AT 11:34 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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040555647



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 3266744

DATE: 07-30-04

TFB000058

Case 1:04-cv-11923-DPW Document 95-2 Filed 10/14/2005 Page 3 of 7  
State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:07 PM 07/29/2004  
FILED 11:34 AM 07/29/2004  
SRV 040555647 - 3835815 FILE

**CERTIFICATE OF INCORPORATION**

**OF**

**THEFACEBOOK, INC.**

**ARTICLE I**

The name of the corporation is TheFacebook, Inc. (the "Corporation").

**ARTICLE II**

The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, County of New Castle, 19808. The name of its registered agent at such address is Corporation Service Company.

**ARTICLE III**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**ARTICLE IV**

The aggregate number of shares which the Corporation shall have authority to issue is 10,000,000 shares of capital stock all of which shall be designated "Common Stock" and have a par value of \$0.0001 per share.

**ARTICLE V**

In furtherance of and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the Corporation is expressly authorized to make, amend or repeal Bylaws of the Corporation.

**ARTICLE VI**

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

**ARTICLE VII**

(A) To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

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(B) The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

(C) Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

#### ARTICLE VIII

The name and mailing address of the incorporator are as follows:

Mark Zuckerberg  
819 La Jennifer Way  
Palo Alto, CA 94036

Executed this 26th day of July, 2004.

  
\_\_\_\_\_  
Mark Zuckerberg, Incorporator

## **EXHIBIT 2**



State of Delaware  
Secretary of State  
Division of Corporations  
Received 05:13 PM 04/06/2004  
FILED 04:50 PM 04/06/2004  
SNV 04023305 - 3786819 FILE

**CERTIFICATE OF FORMATION  
OF  
LIMITED LIABILITY COMPANY**

**FIRST.** The name of the limited liability company is **CONNECTU, LLC**

**SECOND.** The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400 in the City of Wilmington. The name of its Registered Agent at such address is **THE COMPANY CORPORATION**.

**IN WITNESS WHEREOF,** the undersigned have executed this Certificate of Formation of **CONNECTU, LLC** this 6th day of April 2004.

NAME:   
Angela Norton  
Authorized Person